

RECORDATION NO. 22145-CC FILED

AUG 16 '10 -1 20 PM

SURFACE TRANSPORTATION BOARD

AUG 16 2010
2:07 PM
FILED

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

August 12, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 27, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
501 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for four (4) 5800 cu. ft. capacity, covered hopper cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(SR11040)

ASSGN. NO. SRII040

AUG 16 '10 -1 20 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27 day of July, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 32 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 6, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & M. OPERATING

Title: _____

By: Susan GrokulskaName: SUSAN GROKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 27th day of July, 2010

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

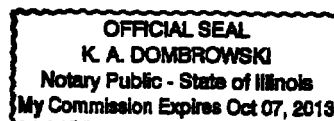
WITNESS my hand and official stamp or seal, this 27th day of July, 2010.K. A. Dombrowski

Notary Public

My Commission Expires:

10-7-2003

(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: _____

Name: _____

Title: _____

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, ____.

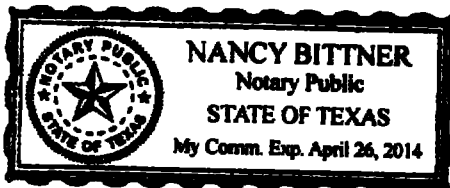
[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that Jason F. Huette personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of July, 2010



Nancy Bittner
Notary Public

Commission Expires:

4-26-14
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 5800 cu. ft. capacity, lined, plastic pellet covered hopper Cars
with 263,000 lbs GRL. (Car Type: C214).

CAR NUMBERS: FURX 876300, FURX 876302, FURX 876303, FURX 876304